

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

v.

BARRY C. HONIG,  
*et al.*,

Defendants.

Case No. 1:18-cv-08175-ER

**DECLARATION OF RANDALL R. LEE  
IN SUPPORT OF DEFENDANT  
ROBERT LADD'S MOTION TO  
DISMISS**

I, Randall R. Lee, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am an attorney duly licensed to practice law in the State of California, and I am admitted *pro hac vice* to this Court for the above-captioned matter. I am a partner with the law firm Cooley LLP, counsel for Defendant Robert Ladd in the above-captioned matter.

2. I respectfully submit this declaration in support of Defendant Robert Ladd's Motion to Dismiss the Second Amended Complaint Pursuant to Federal Rule of Civil Procedure 12(b)(6) and the Memorandum of Points and Authorities in Support. I have personal knowledge of the facts below and, if called as a witness, I could and would testify competently thereto.

3. Attached hereto as Exhibit A is a true and correct copy of excerpts from a Form S-1 filed with the Securities and Exchange Commission ("SEC") by MGT Capital Investments, Inc. ("MGT") on November 6, 2015.

4. Attached hereto as Exhibit B is a true and correct copy of MGT's Form 10-K Annual Report for the fiscal year ended December 31, 2015, dated April 14, 2016.

5. Attached hereto as Exhibit C is a true and correct copy of a Form 144 filed with the SEC by Mr. Ladd on May 25, 2016.

6. Attached hereto as Exhibit D is a true and correct copy of a Form 4 filed with the SEC by Mr. Ladd on October 9, 2015.

7. Attached hereto as Exhibit E is a true and correct copy of a Form 4 filed with the SEC by Mr. Ladd on December 1, 2015.

8. Attached hereto as Exhibit F is a true and correct copy of a Form 4 filed with the SEC by Mr. Ladd on May 31, 2016.

9. Attached hereto as Exhibit G is a true and correct copy of a Form 144 filed with the SEC on behalf of Mr. Ladd's father by Mr. Ladd on May 10, 2016.

I declare under penalty of perjury that the foregoing is true and correct.

Dated the 30th day of April 2020.

/s/ Randall R. Lee  
Randall R. Lee